

EXHIBIT 1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/20/2000
001368015 - 3262699

CERTIFICATE OF INCORPORATION
OF
MERCURY LONG DISTANCE, INC.

The undersigned, for the purposes of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that:

-FIRST: The name of this corporation is MERCURY LONG DISTANCE, INC.

SECOND: Its Registered Office in the State of Delaware is to be located at 9 East Loockerman Street, in the City of Dover, County of Kent, 19901. The Registered Agent in charge thereof is National Registered Agents, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of the total authorized capital stock of the corporation is 200 all of which are of no par value and classified as Common stock.

FIFTH: The name and mailing address of the incorporator are as follows:

NAME
David O. Klein

MAILING ADDRESS
Telcom Certification & Filing, Inc.
485 Madison Avenue
New York, NY 10022

SIXTH: The duration of the corporation shall be perpetual.

SEVENTH: When a compromise or arrangement is proposed between the corporation and its creditors or any class of them or between the corporation and its shareholders or any class of them, a court of equity Jurisdiction within the state, on application of the corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation pursuant to the provisions of Section 291 of Title 8 of the Delaware Code or on application of trustees in dissolution or of any receiver or receivers appointed for the corporation pursuant to provisions of Section 279 of Title 8 of the Delaware Code may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or

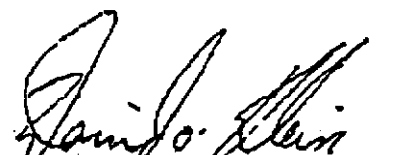
(MLD:1) 00037640;1

arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on the corporation.

EIGHTH: The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Delaware General Corporation Law, as the same may be supplemented and amended.

NINTH: The corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

Dated on this 19th day of July 2000.


David O. Klein, Incorporator

{MLD;1}00037640;1

COPY

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS, IN THIS STATE OF
MERCURY LONG DISTANCE, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 20TH
day of NOVEMBER A.D. 2000 and of
the Independence of the United States the two
hundred and 25TH



Jesse White

Secretary of State

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
<http://www.sos.state.il.us>

This space for use by Secretary of State

FILED

NOV 20 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 11/20/00
License Fee \$
Franchise Tax \$ 75-
Filing Fee \$ 75-
Penalties \$
Approved: HC 100-

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Mercury Long Distance, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: July 20, 2000

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

20 N. 3rd Street

Philadelphia, PA 19106

(b) Address of principal office in Illinois:

(If none, so state)

none

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent National Registered Agents, Inc.

First Name

Middle Name

Last Name

Registered Office 208 South LaSalle Street, Suite 1855

Number

Street

Suite #

Chicago, IL 60604

County of Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware, New York, Texas, New Jersey, California.

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
Sec/	President Neal Saferstein	20 N. 3rd St.	Philadelphia	PA	19106
	Secretary				
	Director Neal Saferstein	20 N. 3rd St.	Philadelphia	PA	19106
	Director				
	Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Telecommunication Service

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		None	200	200

9. Paid-in Capital: \$ 1,000.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year:

\$ 1,000,000

(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois:

\$ 100

(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year:

\$ 10,000,000

(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois:

\$ - 0 -

11. Interrogatories: (Important - this section must be completed.)

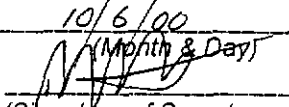
- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Philadelphia, PA
(b) Number of shares of all classes owned by residents of Illinois: -0-
(c) Number of shares of all classes owned by non-residents of Illinois: 200
(d) Is the corporation transacting business in this state at this time? No
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

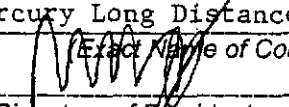
12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 10/6/00
(Month & Day) (Year)

Mercury Long Distance, Inc.

attested by 
(Signature of Secretary or Assistant Secretary)
Neal Saferstein, Secretary


(Signature of President or Vice President)
by Neal Saferstein, President

(Type or Print Name and Title)

(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).